

F95000003752


Ronald S. Webster
Counselor At Law
Regal Palm Mall
985 North Collier Boulevard
Marco Island, Florida 33937

Telephone (813) 394-8999
Facsimile (813) 394-3511

July 10, 1995

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*****70.00 *****70.00

Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

WJ95-14057

RE: Carry Associates, Inc.

Dear Sir or Madam:

Enclosed please find an Application By Foreign Corporation For Authorization To Transact Business In Florida and a check in the sum of \$70.00 representing the fee relative to this matter. Would you kindly forward the letter of acknowledgment to this office at your earliest convenience.

Should you have any questions relative to this matter, please do not hesitate to contact this office.

Sincerely,

Ronald S. Webster/maa

Ronald S. Webster

RSW/maa
enclosure(s)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 12, 1995

RONALD S. WEBSTER
985 N COLLIER BLVD
MARCO ISLAND, FL 33937

SUBJECT: CARRY ASSOCIATES, INC.
Ref. Number: W95000014037

We have received your document for CARRY ASSOCIATES, INC. and your check(s) totalling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501, F.S., must be set forth in section 6 of the application. If the corporation has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office is required to collect the minimum civil penalty of \$500 for each year other than the application filing year, that a foreign corporation transacts business in this state without authority along with the past annual report fees due this office.)

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 795A00033523

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned CAROL MARTIN, do hereby certify
that this Resolution of the Board of Directors of Carry Associates, Inc.,
a corporation duly organized and existing under the laws of the State of Nevada,
was duly adopted on July 17, 19 95.

Resolved, that Carry Associates, Inc., organized
and existing in the State of Nevada, hereby adopts the
name L.J. Martin, Inc. for use in Florida.

Dated: July 17, 1995

Carol Martin

Signature of at least one director
Carol Martin

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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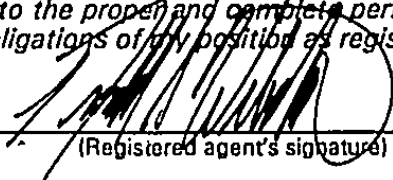
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Carry Associates Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Nevada
(State or country under the law of which it is incorporated)
3. 88-0288485
(FEI number, if applicable)
4. July 27, 1992
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)
7. 990Ironwood
Marco Island, FL 33937
(Current mailing address)
8. produce and market computer software
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: Ronald S. Webster
Office Address: 985 N. Collier Blvd.
Marco island, FL, Florida, 33937
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Carol Martin

Address: 990 Ironwood

Marco Island, FL 33937

Director: Larry Martin

Address: 990 Ironwood

Marco Island, FL 33937

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

Carol Martin

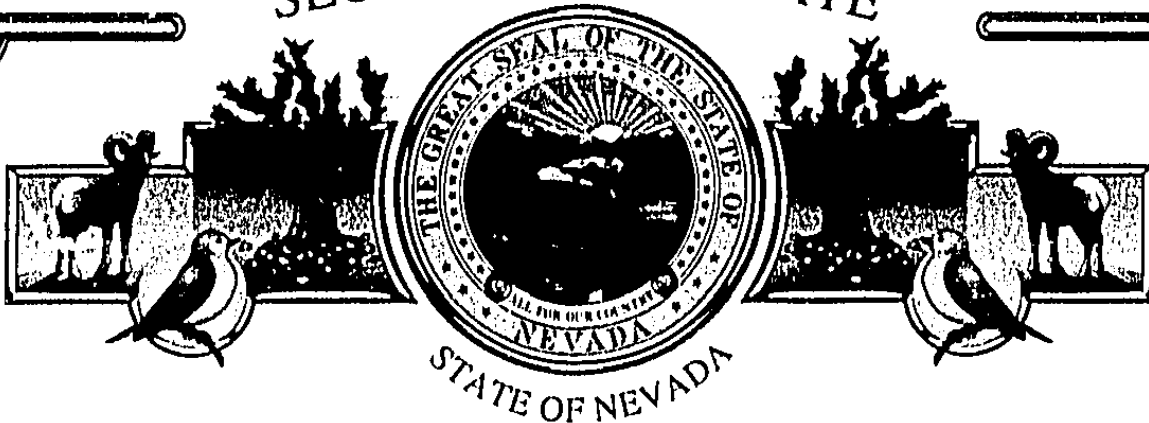
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Carol Martin, Director

(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF CORPORATE EXISTENCE (EXCLUDING AMENDMENTS)

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, **CARRY ASSOCIATES INC.** is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith, is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, this 7th day of June, 1995.

Dean Heller

Secretary of State

By *Rick Jordan*

Certification Clerk

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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